

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

TASER INTERNATIONAL, INC., <i>et al.</i> ,	)	
	)	
Plaintiffs,	)	Case No.: 1:10-CV-03108-JOF
	)	
v.	)	[On removal from the State
	)	Court of Fulton County,
MORGAN STANLEY & CO., INC., <i>et al.</i> ,	)	Georgia Case No.:
	)	2008-EV-004739-B]
Defendants.	)	
	)	

**STIPULATION**

Merrill Lynch Professional Clearing Corp. (“ML Pro”) hereby stipulates as follows:

1. On October 26, 2010, ML Pro filed a Motion to Dismiss on the ground that the Court lacked personal jurisdiction over this matter.
2. On October 27, 2010, Plaintiffs contacted ML Pro and requested that it produce all ML Pro Uniform Application for Broker Dealer Registration (“Form BD”) forms for the period 2003 through the present (the “Relevant Period”).
3. On October 29, 2010, ML Pro produced a true and correct copy of the first three pages of its 2003 Form BD. *See* ML\_TSINTL\_0091502-04.

4. At that time, ML Pro informed Plaintiffs that there are approximately “50 to 60” Form BDs for ML Pro during the Relevant Period.

5. In order to avoid the time and expense of producing each Form BD, ML Pro has agreed to stipulate as follows:

a. Each of the 50 to 60 Form BDs ML Pro completed and submitted during the Relevant Period contains the following paragraph:

For the purposes of complying with the laws of the State(s) designated in Item 2 relating to either the offer or sale of securities or commodities, the undersigned and *applicant* hereby certify that the *applicant* is in compliance with applicable state surety bonding requirements and irrevocably appoint the administrator of each of those State(s) or such other person designated by law, and the successors in such office, attorney for the *applicant* in said State(s), upon whom may be served any notice, process or pleading in any action or *proceeding* against the *applicant* arising out of or in connection with the offer or sale of securities or commodities, or out of the violation or alleged violation of the law of those State(s), and the *applicant* hereby consents that any such action or *proceeding* against the *applicant* may be commenced in any court of competent jurisdiction and proper venue within said State(s) by service of process upon said appointee with the same effect as if *applicant* were a resident in said State(s) and had lawfully been served with process in said State(s).

ML\_TSINTL\_0091503 (emphasis in original).

b. Each of the 50 to 60 Form BDs ML Pro completed and submitted

during the Relevant Period also contains the following paragraph:

The undersigned, being first duly sworn, deposes and says that he/she has executed this form on behalf of, and with the authority of, said *applicant*. The undersigned and *applicant* represent that the information and statements contained herein, including exhibits attached hereto, and other information filed herewith, all of which are made a part hereof, are current, true and complete. The undersigned and *applicant* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Form BD (emphasis in original).

c. In each of the 50 to 60 Form BDs that ML Pro completed and submitted during the Relevant Period, ML Pro was the “applicant” and it designated in Item 2 that it was registered as a broker-dealer in all fifty states, including Georgia. That is, it checked a box for every state, including Georgia, in the “BD – Jurisdiction” section.

d. From 2003 to the present, ML Pro has been registered as a broker-dealer in all fifty states, including Georgia.

e. ML Pro submitted the completed Form BD to FINRA.

6. On October 28, 2010, Plaintiffs contacted ML Pro and requested that it produce Uniform Application for Securities Industry Registration or Transfer

forms (*i.e.*, Form U4 or Rev. Form U4, collectively here “Form U4”) for all ML Pro employees during the Relevant Period.

7. In order to avoid the time and expense of producing Form U4s, ML Pro has agreed to stipulate as follows:

a. Between 2003 and November 2009, three ML Pro employees—John Brown, Stephen Houston, and Thomas Tranfaglia—completed and submitted a Form U4 indicating that they were registered to conduct business in Georgia and affiliated with ML Pro. That is, under the “Jurisdiction Registrations” in Section 5, these ML Pro Employees checked that they are registered to do business in Georgia.

b. Since November 2009, five ML Pro employees—Stephen Doran, Cary Goldstein, Peter Melz, Lisa Reindl, and Patrick Travers—completed and submitted a Form U4 indicating that they are registered to conduct business in Georgia and affiliated with ML Pro. That is, under the “Jurisdiction Registrations” in Section 5, these ML Pro Employees checked that they are registered to do business in Georgia.

c. Each of the Form U4s completed and submitted by these ML Pro employees during the relevant time period contains the following paragraph:

For the purpose of complying with the laws relating to the offer or sale of securities or commodities or

investment advisory activities, I irrevocably appoint the administrator of each *jurisdiction* indicated in Section 5 (JURISDICTION REGISTRATION) as may be amended from time to time, or such other person designated by law, and the successors in such office, my attorney upon whom may be served any notice, process, pleading, subpoena or other document in any action or *proceeding* against me arising out of or in connection with the offer or sale of securities or commodities, or investment advisory activities or out of the violation or alleged violation of the laws of such *jurisdictions*. I consent that any such action or *proceeding* against me may be commenced in any court of competent *jurisdiction* and proper venue by service of process upon the appointee as if I were a resident of, and had been lawfully served with process in the *jurisdiction*. I request that a copy of any notice, process, pleading, subpoena or other document served hereunder be mailed to my current residential address as reflected in this form or any amendment thereto.

Form U4 (emphasis in original).

d. Each of the Form U4s completed and submitted by these ML Pro employees during the Relevant Period also contains the following paragraph:

I apply for registration with the *jurisdictions* and *SROs* indicated in Section 4 (SRO REGISTRATION) and Section 5 (JURISDICTION REGISTRATION) as may be amended from time to time and, in consideration of the *jurisdictions* and *SROs* receiving and considering my application, I submit to the authority of the *jurisdictions* and *SROs* and agree to comply with all provisions, conditions and covenants of the statutes, constitutions, certificates of incorporation, by-laws and rules and regulations of the *jurisdictions* and *SROs* as they are or may be adopted, or amended from time to time. I further

agree to be subject to and comply with all requirements, rulings, orders, directives and decisions of, and penalties, prohibitions and limitations imposed by the *jurisdictions* and *SROs*, subject to right of appeal or review as provided by law.

Form U4 (emphasis in original).

e. Each of the Form U4s completed and submitted by these ML Pro employees during the Relevant Period also contains the following paragraph:

I swear or affirm that I have read and understand the items and instructions on this form and that my answers (including attachments) are true and complete to the best of my *knowledge*. I understand that I am subject to administrative, civil or criminal penalties if I give false or misleading answers.

Form U4 (emphasis in original).

f. Each of the Form U4s completed and submitted by these ML Pro employees during the Relevant Period was also signed by ML Pro, who attested to “have taken appropriate steps to verify the accuracy and completeness of the information contained in and with the” Form U4 and who “swear[ed] or affirm[ed]” that it has “reviewed” and “concur[s]” with the filing.

g. The ML Pro employees identified above submitted their completed Form U4s to FINRA.

Dated: November 5, 2010

/s/ Richard H. Sinkfield

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**CERTIFICATE OF SERVICE**

I hereby certify that on this day, a true and correct copy of the foregoing **STIPULATION** was electronically filed with the Clerk of Court using the Court's electronic filing system which will automatically send an email notification of such filing to the following attorneys of record who are registered participants in the Court's electronic notice and filing system:

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Further, I hereby certify that on this day, I caused a true and correct copy of the foregoing **STIPULATION** to be served by Email and U.S. Mail on:

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This the 5<sup>th</sup> day of November, 2010.

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